

03-117

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau</b> <b>Application for Assignments of Authorization</b> <b>and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 03/26/2003 at 03:47PM  File Number: <b>0001249212</b>
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**DOCKET FILE COPY ORIGINAL**

1) Application Purpose: <b>Assignment of Authorization</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? <b>No</b>
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. <b>No</b>
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? <b>Yes</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>No</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>No</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Sale or other assignment or transfer of stock</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10) FCC Registration Number (FRN): <b>0007056096</b>			
11) First Name (if individual): <b>Michael</b>	MI: <b>D</b>	Last Name: <b>Hawthorne</b>	Suffix:
12) Entity Name (if not an individual): <b>c/o Greenebaum Doll &amp; McDonough</b>			
13) Attention To:			
14) P.O. Box:	And / Or	15) Street Address: <b>101 S. Fifth St., 3300 National City Tower</b>	
16) City: <b>Louisville</b>	17) State: <b>KY</b>	18) Zip Code: <b>40202</b>	
19) Telephone Number: <b>(502)587-3684</b>		20) FAX Number: <b>(502)540-2233</b>	
21) E-Mail Address:			

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information** (for transfers of control only)

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:		29) State:	30) Zip Code:
31) Telephone Number:		32) FAX Number:	
33) E-Mail Address:			

**Name of Transferor Contact Representative** (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:		39) State:	40) Zip Code:
41) Telephone Number:		42) FAX Number:	
43) E-Mail Address:			

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Limited Liability Corporation</b>			
45) FCC Registration Number (FRN): <b>0005051909</b>			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): <b>PrimeCo Spectrum Holdings, LLC</b>			
48) Name of Real Party in Interest: <b>United States Cellular Corporation</b>			49) TIN: <b>L00127162</b>
50) Attention To: <b>United States Cellular Corporation</b>			
51) P.O. Box:	And / Or	52) Street Address: <b>8410 West Bryn Mawr Avenue, Suite 700</b>	
53) City: <b>Chicago</b>		54) State: <b>IL</b>	55) Zip Code: <b>60631</b>
56) Telephone Number: <b>(773)399-8900</b>		57) FAX Number: <b>(773)399-4206</b>	
58) E-Mail Address:			

**Name of Assignee/Transferee Contact Representative** (if other than Assignee/Transferee)

59) First Name: <b>Peter</b>	MI: <b>M</b>	Last Name: <b>Connolly</b>	Suffix: <b>Esq</b>
60) Company Name: <b>Holland &amp; Knight LLP</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>2099 Pennsylvania Avenue, NW, Suite 100</b>	
63) City: <b>Washington</b>		64) State: <b>DC</b>	65) Zip Code: <b>20006</b>
66) Telephone Number: <b>(202)955-3000</b>		67) FAX Number: <b>(202)955-5564</b>	
68) E-Mail Address: <b>pconnoll@hklaw.com</b>			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

### Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

### 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

### Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).	
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
79) Typed or Printed Name of Party Authorized to Sign	
First Name: Michael	MI: D
Last Name: Hawthorne	Suffix:
(80) Title:	
Signature: Michael D Hawthorne	(81) Date: 03/26/03

### Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.  
\*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

## 82) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Kenneth</b>	MI: <b>R</b>	Last Name: <b>Meyers</b>	Suffix:
83) Title: <b>Vice President</b>			
Signature: <b>Kenneth R Meyers</b>		84) Date: <b>03/26/03</b>	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPVX731	AL						No	Full
WPVX732	AL						No	Full
WPVX733	AL						No	Full

**FCC Form 603  
Schedule A****Schedule for Assignments of Authorization  
and Transfers of Control in Auctioned Services**Approved by OMB  
3060 - 0800  
See instructions for public  
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments** (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information** (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues  
(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets:

**3) Certification Statements****For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control****4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

**Attachment List**

<b>Attachment Type</b>	<b>Date</b>	<b>Description</b>	<b>Contents</b>
Other	03/25/03	Public Interest Showing	<a href="#"><u>0178310968341193973788224.pdf</u></a>
Other	03/25/03	Wireless Carriers Serving Disaggregated Portions of MTA003	<a href="#"><u>0178310988341193973788224.pdf</u></a>
Other	03/26/03	Chicago MTA Overlap Areas	<a href="#"><u>0178311738341193973788224.pdf</u></a>
Other	03/26/03	Description of Transaction/Real Party in Interest	<a href="#"><u>0178311788341193973788224.pdf</u></a>
Other	03/26/03	Hawthorne/USCC Letter	<a href="#"><u>0178313918341193973788224.pdf</u></a>

### Public Interest Showing

PrimeCo Spectrum, now owned by USCC, provides B Block PCS service on 20 MHz of spectrum in the Chicago Major Trading Area ("MTA") (the "Chicago Authorization"), a service area comprised of 57 Illinois counties, 22 Indiana counties, 2 Michigan counties, and 2 Ohio counties. Its population is 13,070,616 (2000 Census).<sup>1</sup> The Authorizations, described in Exhibit 1 hereto, which the Trustee proposes to assign to PrimeCo Spectrum, would, once again, become part of the Chicago Authorization.

#### I. Criteria for Review

Recent transfers and assignments involving wireless interests have set forth the criteria used by the FCC for determining whether a proposed transaction should be approved.

Pursuant to Section 214(a) of the Communications Act, the FCC must determine whether the parties have demonstrated that the proposed transaction will serve the "public interest, convenience, and necessity." Section 310(d) of the Act also provides, in pertinent part, that:

"no construction permit or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any manner, voluntarily or involuntarily, directly or indirectly, or by transfer of control of any corporation holding such permit or license, to any person except upon application to the Commission and upon finding by the Commission the public interest convenience and necessity will be served thereby."

Section 310(d) of the Act requires the FCC to consider a transfer or assignment

application as if it were an application filed under Section 308 of the Act for new facilities. Also, the FCC may not, under Section 310(d), consider whether the public interest might be served by a transfer or assignment to a person other than the proposed transferee or assignee.

In applying the public interest test under Section 310(d), the FCC must "consider[ ] four overriding questions: (1) whether the transaction would result in a violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits. In summary, the applicants bear the burden of demonstrating that the transaction will not violate or interfere with the objectives of the Act or Commission rules, and the predominant effect of the transaction will be to advance the public interest."<sup>2</sup>

Prior to January 1, 2003, if a wireless transaction would have caused an acquiring entity to have attributable wireless interests in excess of the "spectrum cap" established by Section 20.6 of the Rules, Criterion 2 would have been violated and a divestiture trust or other means of complying with the rule would have to have been implemented. As of now, however, holding attributable interests in an amount of spectrum which would have exceeded the spectrum cap no longer gives rise to a violation of the rules.

However, the FCC must still determine whether a given transaction will serve the public interest, based on the "particular circumstances of [the] case."<sup>3</sup>

II.

The Proposed Transaction Meets  
The Criteria For Approval

USCC is the parent company of many CMRS licensees and its qualifications have been approved in hundreds of FCC applications. As the controlling party of Assignee, USCC seeks to acquire control of the three Authorizations from the Trustee, whose qualifications have also been passed upon and approved by the FCC. As is shown in the answers to the questions and in the certifications made in the application to which this exhibit is attached, the Assignee and Assignor satisfy the specific statutory criteria for assignment of wireless licenses. Thus, the transaction does not violate the Act and will not "frustrate or impair" the FCC's enforcement of the Act.

Thus, the proposed transaction clearly satisfies criteria (1), (2), and (3) referred to in the SBC/BellSouth Order. Its compliance with the public interest standard will be documented below.

III. The Public Interest Will Be Served by  
Granting This Application

A. Background

As noted above, last August USCC acquired control of PrimeCo Spectrum, including the Chicago Authorization, from PrimeCo Wireless Communications LLC. The Chicago Authorization, minus the Kenosha Basic Trading Area ("BTA"), is made up of 18 BTAs, comprised of 83 counties.

Attached hereto is a chart (Attachment A) which lists the counties that were licensed to USCC prior to the acquisition of the Chicago Authorization, as well as the counties associated with the Chicago Authorization. The shaded areas reflect the three

(3) Authorizations that were assigned to the Trustee.

In light of the spectrum cap's repeal, Assignee and Assignor seek FCC consent to re-aggregate the three (3) Authorizations into the Chicago Authorization so that Prime Co Spectrum can utilize all 20 MHz of spectrum associated with the Chicago Authorization to provide service to the public in the Chicago MTA.

B. A Grant Of The Application Will Promote Competition in the Chicago MTA

In the SBC/BellSouth Order, the FCC noted that in evaluating an application pursuant to Criterion 4, its "public interest" determination, the Commission is "guided" by whether the transaction "is likely to enhance competition in the relevant market." SBC/BellSouth Order, 15 FCC Rcd, at 25466-25467.

In this case, the proposed transaction will certainly enhance competition in the Chicago MTA.

As the FCC has repeatedly noted, there are "six nationwide mobile telephony operations: AT&T Wireless, Sprint PCS, Verizon Wireless, VoiceStream Wireless Corp., Cingular Wireless and Nextel."<sup>4</sup> The FCC has concluded that such carriers, with their "larger footprints," can achieve "economies of scale and increased efficiencies compared to operators with smaller footprints." The Commission has found that:

"[s]uch benefits, along with advances in digital technology, have permitted companies to introduce and expand innovative pricing plans such as digital-one-rate ("DOR") type plans, reducing prices to consumers."

Sixth Competition Report, 16 FCC Rcd, at 13364.

One aspect of the emergence of national carriers, with their expanded coverage, has been reduced demand on the part of such carriers for the roaming services of smaller carriers, resulting in slower growth for the regional and smaller carriers. In such circumstances regional, often rurally-oriented, carriers must develop strategies to compete with the national carriers.

USCC has determined that it will compete with the national carriers by strengthening its position in its "home" region, the upper Midwest.<sup>5</sup>

Prior to the 2002 PrimeCo Spectrum acquisition, USCC owned and/or operated six (6) MSA and fourteen (14) RSA cellular systems in Iowa, nine (9) MSA and six (6) RSA cellular systems in Wisconsin, and three (3) MSA and three (3) RSA cellular systems in Illinois. USCC now also owns and operates six (6) BTA PCS systems in Iowa, and fifteen (15) BTA PCS systems in Illinois. Thus, the 2002 PrimeCo Spectrum acquisition, with its aggregation of counties in northern Illinois and northern Indiana, has helped to create a strong base for USCC to compete with the national carriers on a regional basis. The FCC agreed with that analysis in approving the 2002 PrimeCo Spectrum acquisition.

The Chicago area and northern Illinois generally are some of the most competitive areas for wireless carriers in the United States. Among the cellular and PCS licensees present in the Chicago MSA, BTA, and MTA are Verizon Wireless, Cingular, AT&T Wireless, Sprint PCS, Voicestream and Nextel.

USCC consummated its acquisition of PrimeCo Spectrum on August 7, 2002 and

"launched" its PCS service under its own name on November 12, 2002. At that time, through the PrimeCo Spectrum system, USCC began marketing services to the "Chicagoland" area and parts of central Illinois, including the Bloomington-Normal, Champaign-Urbana, Decatur, and Springfield BTAs, as well as providing expanded service in the Rockford and other markets.

USCC, through PrimeCo Spectrum, offers local, regional, and national service plans; mobile messaging service; prepaid wireless service; mobile to mobile service; data services; voice service; international long distance; wireless office projects; as well as directory assistance and call completion.

USCC currently provides PCS and cellular service in Illinois through approximately 950 base stations, twenty of which have been constructed in the Chicago MTA since USCC assumed control of PrimeCo Spectrum. In 2003 and 2004, USCC through PrimeCo Spectrum, plans to invest an additional \$90 million in Chicago MTA wireless infrastructure.<sup>6</sup>

These intensive marketing and infrastructure improvement efforts have increased the size of PrimeCo Spectrum's customer base to approximately 450,000 Illinois customers.

In addition, PrimeCo Spectrum has consistently exceeded its FCC buildout requirements. Section 24.203(a) of the FCC's Rules provides that:  
"[l]icensees of 30 MHz blocks must serve with a signal sufficient to provide adequate service to at least one third of the population in their licensed area within five years of being licensed and two thirds of the population in their licensed service area within ten years of being licensed."<sup>7</sup>

PrimeCo Spectrum, under its prior ownership, filed its certification of having met its initial coverage requirement on June 23, 2000, with its ten year filing date being June 23, 2005.

As it happens, owing to the concentration of population in the Chicago MTA in the city of Chicago and its surrounding counties, PrimeCo Spectrum also met its ten-year 2/3 population coverage requirement in 2000. At that time, it was already serving 71% of the MTA population. However, as noted above, USCC/PrimeCo Spectrum is planning both system upgrades and system expansion outward from the Chicago area in the next few years.

At the time of USCC's acquisition of PrimeCo Spectrum, PrimeCo Spectrum was not yet providing service in the Galesburg, Peoria, or Danville BTAs (though PrimeCo Spectrum had met its buildout requirements in the larger MTA) and no buildout of these markets has been initiated by the Trustee during the six (6) months that the Trustee has held the three (3) Authorizations. Consequently, approval of the proposed transaction will not reduce the number of independent service providers in the market, nor will it result in increased concentration of existing market share.

Following FCC approval of the Assignment Applications, USCC plans to provide PCS service using the PrimeCo Spectrum frequencies in those BTAs as new wireless services (such as data and video applications) develop and demand grows for PCS service in the coming years. The Peoria and Galesburg BTAs are in north central Illinois and the Danville BTA is in east central Illinois and western Indiana. They are natural "growth" areas for the Chicago MTA system.

IV. The Transfer Will Promote  
Competition In the Relevant BTAs

As noted above, the relevant BTAs have both cellular and PCS licensees, which are described in the chart which is Attachment B hereto.

a. The Danville BTA

The Danville BTA is made up of the Indiana counties of Fountain and Warren, and Vermilion County, IL. Fountain and Warren counties are in Indiana RSA #5. As subsidiary of USCC, Indiana RSA No. 5 Limited Partnership, is the wireline cellular licensee in Indiana RSA #5 and serves both counties. Verizon Wireless is the wireline licensee in Vermilion County, Illinois, which is part of Illinois RSA #7. The non-wireline cellular licensee in all three counties is Cingular Wireless. Both Verizon Wireless and Cingular cellular licensees cover substantially all of the RSAs with their signals.

The 30 MHz A Block PCS licensee in the Chicago MTA, of which the Danville BTA is a part, is AT&T Wireless. The 10 MHz Chicago MTA B Block licensee is Verizon Wireless.<sup>8</sup> USCC does not believe either of those licensees is yet providing service in the Danville BTA, and, as noted above, PrimeCo Spectrum does not yet provide service in the BTA.

There is, as yet, no 30 MHz C Block service in the Danville BTA. The initial buildout showings of C Block licensees Jackson Square Wireless, L.P., a USCC affiliate, and Salmon PCS, a Cingular affiliate, are due in June 2004 and October 2006 respectively. However, there is service on the D, E, and F Blocks in the BTA. Sprint PCS is the D and E block licensee, with a combined 20 MHz of spectrum. In its five

year "buildout" showing, Sprint stated that its system served 72% of the population of the BTA, far in excess of the required one-third. Finally, Voicestream is in service on the 10 MHz PCS F Block, with a system serving of 36.2% of the BTA at the time of its buildout filing.

b. Galesburg BTA

As noted above, the Illinois counties of Knox and Warren comprise the Galesburg BTA and are part of Illinois RSA #3. A USCC subsidiary, Illinois RSA #3, Inc., is the non-wireline cellular licensee in Illinois RSA #3, providing service throughout the RSA. USCC's cellular competitor is Verizon Wireless, which also provides service throughout the RSA.

Neither AT&T Wireless, the Chicago MTA 10 MHz A Block licensee, nor Verizon Wireless, the 10 MHz B Block licensee, is yet providing service in the BTA.<sup>9</sup> However, the 30 MHz C Block PCS licensee, Illinois RSA #3, Inc., a subsidiary of USCC as noted above, is providing service in the BTA as well as are the 10 MHz D Block (Sprint PCS), the 10 MHz E Block (Voicestream), and the 10 MHz F Block (CM-PCS) licensees. Beginning with Illinois RSA #3, Inc., the percentages of population coverage noted in their five (5) year buildout showings are 50.68%, 69%, 51.80%, and 43.5%, respectively. And, presumably those percentages have been added to since the five (5) year showings were filed.

c. Peoria BTA

Lastly, three of the counties in the Peoria BTA (Fulton, McDonough, and Schuyler) overlap with Illinois RSA #3, while three others (Peoria, Tazewell, and

Woodford) are part of the Peoria MSA. Stark, Mason, and Marshall counties are part of the Illinois RSA #5 and 2, respectively.

USCC subsidiaries are the non-wireline cellular licensees in Illinois RSA #3 and the Peoria MSA, and Cingular Wireless is the non-wireline licensee in Illinois RSA #2. Verizon Wireless is the wireline cellular licensee in Illinois RSA #3, the Peoria MSA, and Illinois RSA #2 and 5. All of these cellular licensees provide coverage throughout their licensed areas.

Neither AT&T Wireless nor Verizon Wireless is yet providing 30 MHz A or 10 MHz B Block PCS service in the Peoria BTA, nor is PrimeCo Spectrum on its portion of the 20 MHz B Block spectrum.<sup>10</sup> No C Block service is yet being provided. However the initial buildout showings for the three 10 MHz C Block licensees, Jackson Square, CommNet and Leap Wireless are all due in June 30, 2004, promise service soon.

Moreover, the 10 MHz D, E, and F Block PCS licensees, Sprint, USCC, and Voicestream are all in service in the Peoria BTA and reported 74%, 56.4%, and 29.62% population coverage respectively in their initial five year buildout showings.

Finally, according to the maps on its website, Nextel, the leading "enhanced SMR" provider in the country, and a formidable competitor to all wireless systems, provides service in all three BTAs.

Though the relevant BTA markets differ by numbers of competitors, all of them have at least four nationwide competitors, and are examples of vigorous competition, which will only increase as wireless systems expand and the remaining C Block buildout deadlines come due. In addition, eleven of the fourteen counties that will exceed the 55

MHz level are located in rural areas. The Commission has previously found that allowing existing cellular carriers to aggregate spectrum in rural areas will "permit carriers serving those areas to achieve economies of scope and will allow greater partnering between PCS and cellular in those areas, thereby helping to make competition in rural areas more vigorous."<sup>11</sup> Approval of the instant application will result in the partnering the Commission envisioned.

In order to fulfill its competitive plans in the Chicago MTA and its component BTAs, USCC wants and needs its full complement of B Block spectrum. There is no reason to believe that allowing USCC to acquire the incremental spectrum proposed to be added in this Assignment Application will be injurious to present or future competition in the BTAs.

Moreover, the Commission should consider how unlikely it is that the three (3) Authorizations could provide a viable basis for independent wireless service. They are associated with BTAs, only two of which are contiguous, and are not sufficient in amount or licensed service area to provide any operator with a reasonable basis for competing against the formidable national and regional carriers present in each affected market. Certainly, the wireless marketplace has shown no interest in the Authorizations despite the Trustee's best efforts since last August to market the Authorizations, as is explained in the Trustee's regular reports to the FCC.

It may be that USCC will not be able to use all the wireless spectrum which it holds and will hold throughout the Chicago MTA. If and when USCC makes that determination, after several more years of system expansion, it could and would

disaggregate spectrum and/or partition PCS service areas in parts of the MTA it had decided not to serve.

But at that time USCC would be able to partition and disaggregate on a rational basis and in a form which would be more attractive to buyers and could be the basis of a viable PCS system.

There is no logic, competitive or otherwise, in requiring the affected BTA Authorizations to be held indefinitely by the Trustee in their present unmarketable form.

Accordingly, and as anticipated in the Trust Agreement, approved by the Commission, the Trustee seeks FCC consent to assign the three (3) Authorizations to PrimeCo Spectrum, thereby enabling PrimeCo Spectrum – a regional carrier – to compete more effectively against the national carriers.

#### Conclusion

For the foregoing reasons, the Assignment Application should be granted, the affected Authorizations should be assigned to PrimeCo Spectrum.

WAS1 #1155085 v1

<sup>1</sup> One MTA county, Kenosha County in Wisconsin, has been "partitioned" from the MTA. Its population is not included in the above number.

<sup>2</sup> In re Applications of SBC Communications and Bell South Corporation; For Consent to Transfer of Control on Assignment of Licenses and Authorization, Memorandum and Order, 15 FCC Rcd 25459, 25464 (2000) ("SBC/BellSouth Order").

<sup>3</sup> 2000 Biennial Regulatory Review Spectrum Aggregation Limits for Commercial Mobile Radio Services WT Docket No. 01-14 Report and Order, 16 FCC Rcd 22668, ¶50 (2001).

<sup>4</sup> In the Matter of Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions With Respect to Commercial Mobile Services, Sixth Report, 16 FCC Rcd 13350, 13363 (2001). ("Sixth Competition Report").

<sup>5</sup> USCC is headquartered in Chicago, as is its parent company, TDS.

<sup>6</sup> USCC's commitment to providing competitive service in the Chicago MTA was further demonstrated when it announced, on January 31, 2003, a multi-year "naming rights" agreement with the Chicago White Sox, under which Comiskey Park, will be renamed "US Cellular Field". USCC will pay the White Sox \$68 million over 23 years for the naming rights. Washington Post, February 1, 2003, p. D2. (This amount is in addition to the \$90 million local infrastructure investment referred to herein.)

<sup>7</sup> Owing to a prior disaggregation, PrimeCo Spectrum has only 20 MHz of spectrum, but is subject to this requirement.

<sup>8</sup> PrimeCo Spectrum is the 20 MHz B Block PCS licensee.

<sup>9</sup> The 20 MHz B Block authorized will be assigned to PrimeCo Spectrum upon the FCC's consent to the Assignment Applications.

<sup>10</sup> Upon the FCC's consent to the Assignment Applications, the 10 MHz of PrimeCo's 20 MHz of spectrum that had been disaggregated to the Trustee in Fulton, McDonough, Peoria, Schuyler, and Tazewell counties will be returned to PrimeCo Spectrum.

<sup>11</sup> 1998 Biennial Regulatory Review, Spectrum Aggregation Limits for Wireless Carriers, Report and Order, 15 FCC Rcd 9219, 9257, ¶84 (1999).

BTA	BTA NAME	COUNTY	ST	FIPS Code	PCS A	PCS B-10 MHz	PCS B-20 MHz	Hawthorne Trust PCS B block Spectrum Holdings	PCS C Block -30 MHz	PCS C-1 (15MHz) 1895-1902.5; 1975.0-1982.5
103	Danville, IL	Fountain	IN	18045	AT&T	Verizon	PrimeCo (15MHz*)	5 MHz		Jackson Square Wireless
103	Danville, IL	Vermilion	IL	17183	AT&T	Verizon	PrimeCo	n/a		Jackson Square Wireless
103	Danville, IL	Warren	IN	18171	AT&T	Verizon	PrimeCo	n/a		Jackson Square Wireless

161	Galesburg, IL	Knox	IL	17095	AT&T	Verizon	n/a	20 MHz	USCC	
161	Galesburg, IL	Warren	IL	17187	AT&T	Verizon	n/a	20 MHz	USCC	

344	Peoria, IL	Fulton	IL	17057	AT&T	Verizon	PrimeCo (10MHz*)	10 MHz		
344	Peoria, IL	Marshall	IL	17123	AT&T	Verizon	PrimeCo			
344	Peoria, IL	Mason	IL	17125	AT&T	Verizon	PrimeCo			
344	Peoria, IL	McDonough	IL	17109	AT&T	Verizon	PrimeCo (10MHz*)	10 MHz		
344	Peoria, IL	Peoria	IL	17143	AT&T	Verizon	PrimeCo (10MHz*)	10 MHz		
344	Peoria, IL	Schuyler	IL	17169	AT&T	Verizon	PrimeCo (10MHz*)	10 MHz		
344	Peoria, IL	Stark	IL	17175	AT&T	Verizon	PrimeCo			
344	Peoria, IL	Tazewell	IL	17179	AT&T	Verizon	PrimeCo (10MHz*)	10 MHz		
344	Peoria, IL	Woodford	IL	17203	AT&T	Verizon	PrimeCo			

PCS C-1a (10MHz) 1895-1900.0; 1975.0-1980.0	PCS C-1b (5MHz) 1900-1902.5; 1980.0-1982.5	PCS C-2 (15MHz) 1902.5-1910; 1982.5-1990	PCS C 20 MHz 1895-1905	PCS C 10 MHz 1905-1910	PCS D Block	PCS E Block	PCS F Block	Wireline Cellular Licensee	Non-Wireline Cellular Licensee
		Salmon (Cingular)			Sprint	Sprint	Voicestream	USCC	Cingular
		Salmon (Cingular)			Sprint	Sprint	Voicestream	Verizon	Cingular
		Salmon (Cingular)			Sprint	Sprint	Voicestream	USCC	Cingular

					Sprint	Voicestream	CM - PCS	Verizon	USCC
					Sprint	Voicestream	CM - PCS	Verizon	USCC

Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	USCC
Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	Cingular
Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	Cingular
Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	USCC
Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	USCC
Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	USCC
Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	Cingular
Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	USCC
Jackson Square Wireless	Commnet	Leap			Sprint	USCC	Voicestream	Verizon	USCC

## Attachment A - Chicago MTA Overlaps

1

FIPS	Name	State	Census 1990	Census 2000	CMA	BTA No.	BTA Name	USCC Cell MHz	USCC PCS MHz	Chicago Spectrum	Totals
26021	Berrien	MI	161378	162453	193 - Benton Harbor, MI	39	Benton Harbor, MI	N/A	N/A	20MHz	20MHz
17039	De Witt	IL	16516	16798	398 - Illinois 5 - Mason	46	Bloomington, IL	N/A	20MHz	20MHz	40MHz
17105	Livingston	IL	39301	39678	395 - Illinois 2 - Bureau	46	Bloomington, IL	N/A	20MHz	20MHz	40MHz
17107	Logan	IL	30798	31183	398 - Illinois 5 - Mason	46	Bloomington, IL	N/A	20MHz	20MHz	40MHz
17113	McLean	IL	129180	150433	250 - Bloomington-Normal, IL	46	Bloomington, IL	N/A	20MHz	20MHz	40MHz
17019	Champaign	IL	173025	179669	196 - Champaign-Urbana-Rantoul, IL	71	Champaign-Urbana, IL	N/A	20MHz	20MHz	40MHz
17041	Douglas	IL	19464	19922	400 - Illinois 7 - Vermilion	71	Champaign-Urbana, IL	N/A	20MHz	20MHz	40MHz
17053	Ford	IL	14275	14241	395 - Illinois 2 - Bureau	71	Champaign-Urbana, IL	N/A	20MHz	20MHz	40MHz
17147	Piatt	IL	15548	16365	398 - Illinois 5 - Mason	71	Champaign-Urbana, IL	N/A	20MHz	20MHz	40MHz
17031	Cook	IL	5105067	5376741	003 - Chicago, IL MSA	78	Chicago, IL	N/A	N/A	20MHz	20MHz
17037	DeKalb	IL	77932	88969	394 - Illinois 1 - Jo Daviess	78	Chicago, IL	25MHz	N/A	20MHz	45MHz
17043	DuPage	IL	781666	904161	003 - Chicago, IL MSA	78	Chicago, IL	N/A	N/A	20MHz	20MHz
17063	Grundy	IL	32337	37535	304 - Joliet, IL	78	Chicago, IL	N/A	N/A	20MHz	20MHz
18073	Jasper	IN	24960	30043	403 - Indiana 1 - Newton	78	Chicago, IL	N/A	N/A	20MHz	20MHz
17089	Kane	IL	317471	404119	003 - Chicago, IL MSA	78	Chicago, IL	N/A	N/A	20MHz	20MHz
17093	Kendall	IL	39413	54544	303 - Aurora-Elgin, IL	78	Chicago, IL	N/A	N/A	20MHz	20MHz
17097	Lake	IL	516418	644356	003 - Chicago, IL MSA	78	Chicago, IL	N/A	N/A	20MHz	20MHz
18089	Lake	IN	475594	484564	054 - Gary-Hammond-East Chicago, IN MSA	78	Chicago, IL	N/A	N/A	20MHz	20MHz
17111	McHenry	IL	183241	260077	003 - Chicago, IL MSA	78	Chicago, IL	N/A	N/A	20MHz	20MHz
18111	Newton	IN	13551	14566	403 - Indiana 1 - Newton	78	Chicago, IL	N/A	N/A	20MHz	20MHz
18127	Porter	IN	128932	146798	054 - Gary-Hammond-East Chicago, IN MSA	78	Chicago, IL	N/A	N/A	20MHz	20MHz
17197	Will	IL	357313	502266	003 - Chicago, IL MSA	78	Chicago, IL	N/A	N/A	20MHz	20MHz
18045	Fountain	IN	17808	17954	407 - Indiana 5 - Warren	103	Danville, IL	25MHz	15MHz	20MHz	60MHz
17183	Vermilion	IL	88257	83919	400 - Illinois 7 - Vermilion	103	Danville, IL	N/A	15MHz	20MHz	35MHz
18171	Warren	IN	8176	8419	407 - Indiana 5 - Warren	103	Danville, IL	25MHz	15MHz	20MHz	60MHz
17025	Clay	IL	14460	14560	402 - Illinois 9 - Clay	109	Decatur-Effingham, IL	N/A	20MHz	20MHz	40MHz
17049	Effingham	IL	31704	34264	399 - Illinois 6 - Montgomery	109	Decatur-Effingham, IL	N/A	20MHz	20MHz	40MHz
17051	Fayette	IL	20893	21802	399 - Illinois 6 - Montgomery	109	Decatur-Effingham, IL	N/A	20MHz	20MHz	40MHz
17079	Jasper	IL	10609	10117	400 - Illinois 7 - Vermilion	109	Decatur-Effingham, IL	N/A	20MHz	20MHz	40MHz
17115	Macon	IL	117206	114706	230 - Decatur, IL	109	Decatur-Effingham, IL	N/A	20MHz	20MHz	40MHz
17139	Moultrie	IL	13930	14287	398 - Illinois 5 - Mason	109	Decatur-Effingham, IL	N/A	20MHz	20MHz	40MHz
17159	Richland	IL	16545	16149	402 - Illinois 9 - Clay	109	Decatur-Effingham, IL	N/A	20MHz	20MHz	40MHz
17173	Shelby	IL	22261	22893	399 - Illinois 6 - Montgomery	109	Decatur-Effingham, IL	N/A	20MHz	20MHz	40MHz
26027	Cass	MI	49477	51104	480 - Michigan 9 - Cass	126	Elkhart, IN	N/A	N/A	20MHz	20MHz
18039	Elkhart	IN	156198	182791	223 - Elkhart-Goshen, IN	126	Elkhart, IN	N/A	N/A	20MHz	20MHz
18087	Lagrange	IN	29477	34909	404 - Indiana 2 - Kosciusko	126	Elkhart, IN	N/A	N/A	20MHz	20MHz
18001	Adams	IN	31095	33625	096 - Fort Wayne, IN MSA	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
18003	Allen	IN	300836	331849	096 - Fort Wayne, IN MSA	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
18033	De Kalb	IN	35324	40285	096 - Fort Wayne, IN MSA	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
39039	Defiance	OH	39350	39500	585 - Ohio 1 - Williams	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
18069	Huntington	IN	35427	38075	405 - Indiana 3 - Huntington	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
18085	Kosciusko	IN	65294	74057	404 - Indiana 2 - Kosciusko	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
18113	Noble	IN	37877	46275	404 - Indiana 2 - Kosciusko	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
39125	Paulding	OH	20488	20293	585 - Ohio 1 - Williams	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
18151	Steuben	IN	27446	33214	404 - Indiana 2 - Kosciusko	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
18179	Wells	IN	25948	27600	096 - Fort Wayne, IN MSA	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
18183	Whitley	IN	27651	30707	096 - Fort Wayne, IN MSA	155	Fort Wayne, IN	N/A	N/A	20MHz	20MHz
17095	Knox	IL	56393	55836	396 - Illinois 3 - Mercer	161	Galesburg, IL	25MHz	30MHz	20MHz	75MHz
17187	Warren	IL	19181	18735	396 - Illinois 3 - Mercer	161	Galesburg, IL	25MHz	30MHz	20MHz	75MHz
17017	Cass	IL	13437	13695	397 - Illinois 4 - Adams	213	Jacksonville, IL	25MHz	10MHz	20MHz	55MHz
17061	Greene	IL	15317	14761	397 - Illinois 4 - Adams	213	Jacksonville, IL	25MHz	10MHz	20MHz	55MHz
17137	Morgan	IL	36397	36616	397 - Illinois 4 - Adams	213	Jacksonville, IL	25MHz	10MHz	20MHz	55MHz
17171	Scott	IL	5644	5537	397 - Illinois 4 - Adams	213	Jacksonville, IL	25MHz	10MHz	20MHz	55MHz
17075	Iroquois	IL	30787	31334	395 - Illinois 2 - Bureau	225	Kankakee, IL	N/A	N/A	20MHz	20MHz
17091	Kankakee	IL	96255	103833	273 - Kankakee, IL	225	Kankakee, IL	N/A	N/A	20MHz	20MHz
17011	Bureau	IL	35688	35503	395 - Illinois 2 - Bureau	243	La Salle-Peru-Ottawa-Streator, IL	N/A	20MHz	20MHz	40MHz

FIPS	Name	State	Census 1990	Census 2000	CMA	BTA No	BTA Name	USCC Cell	USCC PCS	Chicago	Totals
17099	La Salle	IL	106913	111509	395	243	La Salle-Peru-Ottawa-Streator, IL	N/A	N/A	20MHz	40MHz
17155	Puinam	IL	5730	6086	395	243	La Salle-Peru-Ottawa-Streator, IL	N/A	N/A	20MHz	40MHz
17029	Coles	IL	51644	53196	400	266	La Salle-Peru-Ottawa-Streator, IL	N/A	N/A	20MHz	40MHz
17035	Cumberland	IL	10670	11253	400	266	La Salle-Peru-Ottawa-Streator, IL	N/A	N/A	20MHz	40MHz
18091	La Porte	IN	107066	110106	403	294	Michigan City-La Porte, IN	N/A	N/A	20MHz	20MHz
17087	Fulton	IL	38080	38250	396	344	Peoria, IL	25MHz	20MHz	20MHz	40MHz
17123	Marshall	IL	12846	13180	395	344	Peoria, IL	N/A	N/A	20MHz	40MHz
17125	Mason	IL	16269	16038	398	344	Peoria, IL	N/A	N/A	20MHz	40MHz
17109	McDonough	IL	35244	32913	396	344	Peoria, IL	25MHz	20MHz	20MHz	40MHz
17143	Peoria	IL	182827	183433	103	344	Peoria, IL	25MHz	20MHz	20MHz	40MHz
17169	Schuyler	IL	7498	7189	396	344	Peoria, IL	25MHz	20MHz	20MHz	40MHz
17175	Stark	IL	6534	6332	395	344	Peoria, IL	N/A	N/A	20MHz	40MHz
17179	Tazewell	IL	123692	128485	103	344	Peoria, IL	25MHz	20MHz	20MHz	40MHz
17203	Woodford	IL	32653	35469	103	344	Peoria, IL	25MHz	20MHz	20MHz	40MHz
17007	Boone	IL	30806	41786	131	380	Rockford, IL	25MHz	20MHz	20MHz	40MHz
17103	Lee	IL	34392	36062	394	380	Rockford, IL	25MHz	20MHz	20MHz	40MHz
17141	Ogle	IL	45957	51032	394	380	Rockford, IL	25MHz	20MHz	20MHz	40MHz
17177	Stephenson	IL	48052	48979	394	380	Rockford, IL	25MHz	20MHz	20MHz	40MHz
17201	Winnebago	IL	252913	278418	131	380	Rockford, IL	25MHz	20MHz	20MHz	40MHz
18049	Fulton	IN	18840	20511	406	424	South Bend-Mishawaka, IN	N/A	N/A	20MHz	40MHz
18099	Marshall	IN	42182	45128	129	424	South Bend-Mishawaka, IN	25MHz	20MHz	20MHz	40MHz
18141	St. Joseph	IN	247052	265559	129	424	South Bend-Mishawaka, IN	N/A	N/A	20MHz	40MHz
18149	Stark	IN	22747	23556	403	424	South Bend-Mishawaka, IN	N/A	N/A	20MHz	40MHz
17021	Christian	IL	34418	35372	399	426	Springfield, IL	N/A	N/A	20MHz	40MHz
17129	Menard	IL	11164	12486	176	426	Springfield, IL	N/A	N/A	20MHz	40MHz
17135	Montgomery	IL	30728	30652	399	426	Springfield, IL	N/A	N/A	20MHz	40MHz
17167	Sangamon	IL	178386	188951	176	426	Springfield, IL	N/A	N/A	20MHz	40MHz

Totals:

11944519

13070616

Shaded areas indicate Trustee-held authorizations

Description of The Transaction/  
Real Party In Interest Showing

The parties to this application, Michael Hawthorne, Trustee ("Trustee" or "Assignor"), and PrimeCo Spectrum Holdings, LLC ("PrimeCo Spectrum" or "Assignee"), request Federal Communications Commission ("FCC") consent to the assignment of certain PCS authorizations from Assignor to Assignee. They are: (1) Station WPVX 731, covering 10 MHz of spectrum (at 1875-1880 and 1955-1960 MHz) in the counties of Fulton, McDonough, Schuyler, Peoria, and Tazewell in the Peoria, IL Basic Trading Area (BTA); (2) Station WPVX 732, covering 20 MHz of spectrum (at 1870-1880, 1950-1960 MHz) in the counties of Knox and Warren, which comprise the entire Galesburg, IL BTA; and (3) Station WPVX 733, covering 5 MHz of spectrum (at 1877.5-1880, 1957.5-1960 MHz) in Fountain County, in the Danville, IL BTA, collectively the "Authorizations".

In 2002, the spectrum associated with the Authorizations was "disaggregated" by PrimeCo Spectrum in the relevant counties and assigned to the Trustee, a "divestiture" trustee, at the time United States Cellular Corporation ("USCC") acquired control of PrimeCo Spectrum (Call Sign WPQL 237), the 20 MHz B Block PCS licensee in the Chicago MTA, in August, 2002 (File No. 0001003520). The Chicago MTA includes the BTAs referred to above. At that time, USCC held CMRS interests in the relevant BTAs which would have caused USCC to be in violation of the wireless "spectrum cap" contained in Section 20.6 of the FCC's Rules, which then

limited to 55 MHz the total amount of "overlapping" CMRS spectrum in which any entity could have "attributable" interests. The counties within the Chicago MTA that were licensed to USCC prior to the acquisition of the Chicago Authorization, as well as the counties associated with the Chicago Authorization, are listed in Attachment A hereto: the shaded areas highlight the counties where USCC's attributable interest in PCS and cellular systems would have exceeded 55 MHz, but for the assignment of the Authorizations to the Trustee.

The specific overlapping interests were explained in detail in the relevant application filed last May, and are also discussed in Exhibit 2 hereto.

The spectrum cap now having been repealed, it is now proposed to assign the divested spectrum to PrimeCo Spectrum, which, as noted above, is controlled by USCC.

The Trustee holds the Authorizations pursuant to a trust agreement (the "Trust Agreement") , which was previously submitted to and approved by the FCC in the May, 2002 applications (File Nos. 0001012942, 0001012969, and 0001012981). The Trust Agreement provides, at Section 1.10(b), that if the Communications Act or its regulations are amended to permit USCC to hold the Authorizations they may be assigned to USCC, subject to any necessary FCC approval. As of January 1, 2003, the spectrum cap, which had necessitated the divestiture of the Authorizations, was repealed. See Section 20.6(f ) of the FCC's Rules. As is shown in the attached letter from the Trustee to Scott Williamson, a Senior Vice President of USCC's parent company, Telephone and Data Systems, Inc. ("TDS"), the parties now seek to assign